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TRANSMITTAL LETTER

00 DEC 29 PM 2:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Homesite Insurance Company of Florida
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

200003516952--1
-12/29/00--01041--010
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☒ $87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Travis L. Miller
Name (Printed or typed)

106 East College Avenue, 12th Floor
Address

Tallahassee, FL 32301
City, State & Zip

(850) 425-2695
Daytime Telephone number

RECEIVED
00 DEC 29 AM 11:14
DIVISION OF CORPORATION

NOTE: Please provide the original and one copy of the articles.

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON
PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

www.katzlaw.com

Orlando Office
Suite 900
111 North Orange Avenue
ORLANDO, FL 32801
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fax (305) 932-0972

Washington, DC Office
Suite 750
801 Pennsylvania Avenue, NW
WASHINGTON, D.C. 20004
(202) 393-1132
fax (202) 624-0659

Reply to: Tallahassee Office

Email: travis@katzlaw.com

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00 DEC 29 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 2000

Ms. Bobbie Cox
Department of State
Division of Corporations
Firestone Building
Tallahassee, FL 32399-0300

Re: Homesite Insurance Company of Florida

Dear Ms. Cox:

Thank you for taking the time this morning to speak about Homesite Insurance Company of Florida's pending incorporation in Florida. This letter confirms my earlier statement that the foreign corporation currently authorized to do business in Florida as Homesite Insurance Company is affiliated with the proposed Homesite Insurance Company of Florida. The companies are wholly-owned subsidiaries within the same insurer group.

Again, we appreciate your assistance with this matter. Please feel free to call if you have any questions.

Sincerely,

Travis L. Miller

cc: Robin Marderosian (by facsimile)

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

JAN 7 2000

BY [signature] Legal Division

ARTICLES OF INCORPORATION
OF
HOMESITE INSURANCE COMPANY OF FLORIDA

FILED
00 DEC 29 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract and all of whom are citizens of the United States of America, hereby form a stock insurance company under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Company shall be HOMESITE INSURANCE COMPANY OF FLORIDA. The principal office is in Leon County, Florida. The street address and mailing address of the initial principal office is:

106 East College Avenue, Suite 1200
Tallahassee, Florida 32301

ARTICLE II- NATURE OF BUSINESS

The purpose of this Company is to engage in every aspect of property and casualty insurance and reinsurance, as may be approved, as required, by the appropriate regulatory official or officials of competent jurisdiction, and in any lawful business or business thereto.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Company is authorized to issue is 100,000 shares of common stock having a par value of $10.00 per share. The Company shall not begin transacting insurance until it has capital and surplus totaling not less than $5 million.

ARTICLE IV - TERM OF EXISTENCE

This Company shall exist perpetually.

ARTICLE V - STATUTORY AGENTS AND OFFICE

The Company hereby appoints the Florida Insurance Commissioner and Treasurer as its attorney in fact to receive service of legal process issued against it in any civil action or proceeding in this state, and such appointment shall remain in effect for so long as is required by applicable law, specifically including section 624.422, Florida Statutes, or any successor thereto. In addition, the Company hereby appoints Mitchell B. Haigler as its initial registered agent for such other purposes as are required or permitted by applicable law, including without limitation section 607.0505, Florida Statutes, and designates 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301 as its initial registered office for such purposes.

ARTICLE VI - DIRECTORS

This Company shall have five (5) or more directors, the exact number of which shall be determined from time to time in accordance with the Company's Bylaws. The names and residence addresses of the initial directors of the Company, all of whom are United States citizens and are over the age of 18, are as follows:

Fabian John Fondriest
94 Elm Street
Concord MA 01742

Randall Edward Dyen
3 Jennifer Lane
Foxboro MA 02035

Charles Lysle Kline
340 Hammond Road
Chestnut Hill MA 02467

James Thomas Morahan, Jr.
14 Caton Road
Foxboro MA 02035

Manuel Zuniga Rios
20 Lewis Farm Road
Duxbury MA 02332

ARTICLE VII - INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are United States citizens and are over the age of 18, are as specified at Article VI above.

ARTICLE VIII- TRANSACTIONS WITH INTERESTED PERSONS

A. No contract or other transaction between the Company and one or more of its directors or officers, or between the Company and any other corporation, firm, or entity in which one or more of the Company's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders of the Company entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Company at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE IX- INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company shall indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

ARTICLE X- AMENDMENTS

The Company reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

THE INCORPORATORS have hereunto set their hands and ~~seals~~ this 20 day of ~~January~~ December, 2000.

Fabian John Fondriest

Randall Edward Dyen

Charles Lysle Kline

James Thomas Morahan, Jr.

Manuel Zuniga Rios

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

Before me personally appeared Fabian John Fondriest, Randall Edward Dyen, Charles Lysle Kline, James Thomas Morahan, Jr. and Manuel Zuniga Rios, who are personally known to me, acknowledged executing the above Articles of Incorporation of Homesite Insurance Company of Florida.

My commission expires:
November 30, 2001

Robin B. Marderosian

Robin B. Marderosian, Notary Public
for the Commonwealth of Massachusetts

HOMESITE INSURANCE COMPANY OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to receive legal process duly served upon and forwarded by the Treasurer and Insurance Commissioner of the State of Florida, and to serve for other purposes as registered agent for Homesite Insurance Company of Florida at the place designated in its Articles of Incorporation, the undersigned, Mitchell B. Haigler, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

Mitchell B. Haigler

Mitchell B. Haigler

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for Homesite Insurance Company of Florida was acknowledged before me this 28th day of December, 2000, by Mitchell B. Haigler, who is personally known to me or who produced a driver's license as identification.

Cynthia B. Hildebrandt

Notary Public:
My Commission Expires:

CYNTHIA B. HILDEBRANDT
MY COMMISSION # CC 614154
EXPIRES: January 16, 2001
Bonded Thru Notary Public Underwriters

FILED
00 DEC 29 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA